

CYPRESS FINANCIAL

13340 West Colonial Drive, Suite 220
Winter Garden, Florida 34787

November 16, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation - FCC Entertainment, Inc.

200004687042--2
-11/19/01--01036--001
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find Articles of Incorporation for filing. Also enclosed is check in the amount of \$78.75 representing payment as follows:

Fee for filing Articles	\$35.00
Designation of Registered Agent	\$35.00
Certified copy of Articles	\$ 8.75
TOTAL	\$78.75

If you have any difficulties filing these Articles or need any additional information, please contact me at (407) 654-4336. Thank you in advance for your assistance.

Very truly yours,



Eric C. Reinhardt
President

ECR/ns
Enclosure

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01 NOV 19 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T SMITH NOV 20 2000

**ARTICLES OF INCORPORATION
OF
FCC ENTERTAINMENT, INC.**

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

Name. The name of this corporation is: **FCC ENTERTAINMENT, INC.**

ARTICLE II

Street Address. The street address of this corporation is: 2430 Smith Street, Unit G, Kissimmee, Florida 34744.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Authorized Shares. This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2430 Smith Street, Unit G, Kissimmee, Florida 34744 and the name of the initial registered agent of the corporation at that address is Stephen McDowell.

ARTICLE VI

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

Name	Address
Stephen McDowell	2430 Smith Street, Unit G Kissimmee, Florida 34744

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TALLAHASSEE, FLORIDA

ARTICLE VII

Incorporator. The name and street address of the incorporator signing these Articles is:

Name	Address
Stephen McDowell	2430 Smith Street, Unit G Kissimmee, Florida 34744

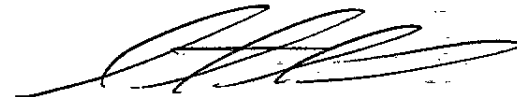
ARTICLE VIII

Amendment to Articles. These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16 day of November, 2001.



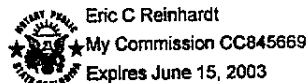
Stephen McDowell

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me personally appeared Stephen McDowell, to me well known and known to me to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.



Name:
Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

FCC ENTERTAINMENT, INC. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2430 Smith Street, Unit G, Kissimmee, Florida 34744, has named Stephen McDowell located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Registered Agent

Date: November 16, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA